

RECORDATION NO. 11994-E FILED

FEB 05 '08 -1 15 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 5, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lessor's Interest in Lease, dated as of January 31, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission and the Board under Recordation Number 11994.

The names and addresses of the parties to the enclosed document are:

Assignor: GATX Third Aircraft Corporation
Four Embarcadero Center
San Francisco, CA 94111

Assignee: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

160 boxcars within the series MRS 2500 - MRS 2714 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lessor's Interest in Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 11994-E
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**MEMORANDUM OF ASSIGNMENT OF
LESSOR'S INTEREST IN LEASE AGREEMENT
(Manufacturers Railway Company)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LESSOR'S INTEREST IN LEASE (this "Memorandum") dated as of January 31, 2008 is between GATX THIRD AIRCRAFT CORPORATION ("Assignor") and MIDWEST RAILCAR CORPORATION ("Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Assignor, as lessor, has leased the railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Lease of Railroad Equipment dated as of May 20, 1980, among Manufacturers Railway Company (successor-in-interest to St. Louis Refrigerator Car Company), as lessee, Anheuser-Busch Companies, Inc. and Anheuser-Busch, Incorporated, as guarantors, GATX Leasing Corporation, and Assignor, as lessor (the "Lease").

B. The Lease was recorded with the Surface Transportation Board on July 11, 1980 under recordation No. 11994-B.

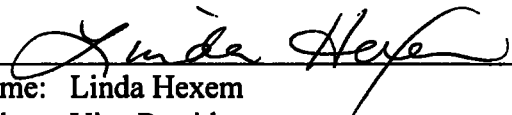
C. Assignor, as seller, and Assignee, as buyer, are parties to that certain Purchase Agreement, dated as of the date hereof, pursuant to which Assignor has sold to Assignee the Railcars and assigned to Assignee the rights and obligations of "Lessor" under the Lease.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

GATX THIRD AIRCRAFT CORPORATION


By: 
Name: Linda Hexem
Title: Vice President

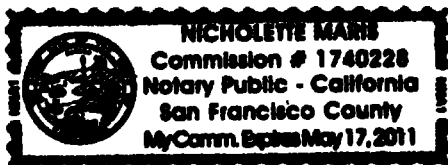
STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On January 31, 2008 before me, Nicholette Maris, Notary Public, personally appeared Linda Hexem, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.


Notary Public
My Commission expires: May 17, 2011



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

MIDWEST RAILCAR CORPORATION

By: 

Richard M. Folio

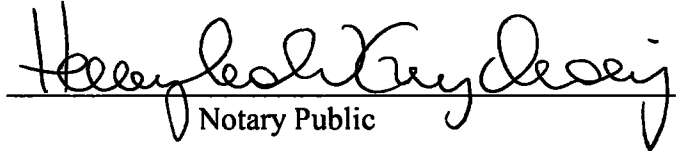
Executive Vice President

STATE OF MARYLAND)

) SS:

CITY OF BALTIMORE)

The foregoing Memorandum of Assignment of Lessor's Interest in Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 31st day of January, 2008 by Richard M. Folio, as Executive Vice President of Midwest Railcar Corporation.


Notary Public

My commission expires: _____

[Notarial Seal]

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
My Commission Expires September 29, 2008
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SCHEDULE 1

DESCRIPTION OF CARS:

62' 6", Plate-C, 100-ton steel sheath insulated "RBL," single-centered plug door boxcars,
263,000 lbs. GRL

QUANTITY:

One Hundred Sixty (160)

REPORTING MARKS AND IDENTIFYING NUMBERS:

MRS 002500 – 002508 (inclusive)
MRS 002510 – 002540 (inclusive)
MRS 002542 – 002574 (inclusive)
MRS 002576 – 002578 (inclusive)
MRS 002580 – 002604 (inclusive)
MRS 002606
MRS 002608 – 002610 (inclusive)
MRS 002612 – 002618 (inclusive)
MRS 002620 – 002632 (inclusive)
MRS 002635 – 002645 (inclusive)
MRS 002647 – 002650 (inclusive)
MRS 002652
MRS 002654 – 002668 (inclusive)
MRS 002695
MRS 002698
MRS 002707
MRS 002714